

P92 0000 12506

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

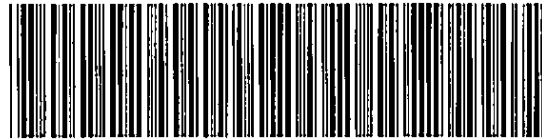
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AMT DISS
w/notice

FEB 02 2021

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of a Corporation

DOCUMENT NUMBER: P92000012506

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rochelle Roth, Officer

(Name of Contact Person)

H&R Brokerage, Inc.

(Firm/Company)

2751 Chesterton Road

(Address)

Shaker Heights, Ohio 44122

(City/State and Zip Code)

For further information concerning this matter, please call:

Rebecca Raymer

at (216-509-4231

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|---|--|---|---|

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

H&R Brokerage, Inc.

SECOND: The document number of the corporation (if known): P92000012506

THIRD: The date dissolution was authorized: December 7, 2020

Effective date of dissolution if applicable: December 8, 2020

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FOURTH: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Rochelle Roth

(Typed or printed name of person signing)

Officer

(Title of person signing)

Filing Fee: \$35

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: H&R Brokerage, Inc.

The above named corporation is the subject of dissolution and the effective date of a dissolution is: December 8, 2020

(date filed with the Dept. if date specified in the Articles of Dissolution)

Description of information that must be included in a claim:

Company name and contact information. Date of claim, detailed description of claim and amount of claim.

Mailing address where written claims can be sent: (Claims cannot be sent to the Division of Corporations)

Rochelle Roth, Trustee
2751 Chesterton Road

Shaker Heights, Ohio 44122

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Rochelle Roth

Printed Name of the Person Filing

Rochelle Roth

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**AN ACTION BY THE UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDER
OF
H & R BROKERAGE, INC.
A Florida Corporation**

The undersigned, being the sole Shareholder of H & R Brokerage, Inc., (the "Corporation") does hereby take the following actions without a meeting:

DISSOLUTION OF CORPORATION

RESOLVED, that the Corporation elects to dissolve voluntarily and that the remaining affairs of the Corporation will be attended to in the following manner and in accordance with the Plan of Liquidation (Exhibit "A"):

1. That all debts, obligations, and liabilities of the Corporation have been paid and discharged or adequate provision has been made therefore or the Corporation's property and assets were not sufficient to satisfy and discharge all its liabilities and obligations and so have been applied so far as they would go to the payment of those debts, obligations and liabilities in a just and equitable manner; no property or assets remain available for distribution.

2. That all remaining property and assets of the Corporation have been or will be transferred, conveyed, or distributed in accordance with the provisions of the Florida Corporation Law.

3. That there are no suits pending against the corporation in any court and/or adequate provision has been made for the satisfaction of any judgment, order, or decree that may be entered against the Corporation in any pending litigation.

RESOLVED FURTHER, that Rochelle Roth, President of the Company, is authorized to draft, execute, and file with the Florida Secretary of State the appropriate Certificate of Dissolution and take such further steps as are legal, necessary, and proper to dissolve the Corporation, effective upon filing.

RESOLVED FURTHER, that full disclosure having been made, any and all actions taken or caused to be taken, prior to the date hereof, for, or on behalf of, or in the name of the Corporation, including, without limitation, all actions reflected in the minutes of the meetings in all matters connected with or related to the business and affairs of the Corporation by any person acting in the capacity of, and within the authority vested in, an officer, director or trustee of the Corporation, whether such person was duly elected or acting as a de facto officer, director or trustee, be, and they hereby are, fully approved, ratified, and confirmed in all respects as of the date taken or done in each case.

FURTHER RESOLVED, that any and all actions taken by any officer, director or trustee of the Corporation that would have been authorized by the foregoing resolutions but for the fact that such acts were taken prior to the adoption of the foregoing resolutions are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder of the Corporation, hereby indicate in writing her approval of and consent to the foregoing action and resolutions this 7th of December, 2020.

Rochelle Roth, Trustee
Rochelle Roth, Trustee of the Regular Marital
Trust Under Declaration Of Trust By Sol J. Roth
Dated 8/15/1986.

EXHIBIT A

PLAN OF LIQUIDATION AND DISSOLUTION

THE PLAN for the liquidation and dissolution of H & R Brokerage, Inc. (the "Corporation") is as follows:

1. The Corporation shall cease to do business and cease to be a going concern effective as of the close of business on December 8, 2020. It shall proceed promptly thereafter to wind up its affairs and shall continue its activities thereafter merely for the purpose of winding up its affairs, paying its liabilities (if any) and distributing its remaining assets (if any) in cash or in kind to its shareholder in accordance with the terms of this Plan.

2. After payment or provision for payment of all the Corporation's liabilities, the Corporation shall distribute, transfer and assign all of its remaining assets in one or more distributions to its shareholder in complete cancellation and redemption of the Corporation's outstanding shares and in complete liquidation of the Corporation.

3. The Corporation shall cancel and retire all of its outstanding shares effective as of the close of business on December 8, 2020.

4. Thereafter, the officers of the Corporation shall prepare and file, or cause to be prepared and file, with the Secretary of State for the State of Florida, a Certificate of Dissolution, and shall take any and all other action necessary or desirable to carry out the complete liquidation and dissolution of the Corporation and to comply with the Federal and Florida laws relating to the complete liquidation and dissolution of the Corporation.

5. Within thirty (30) days after the adoption of this Plan by the shareholder of the Corporation, the proper officers of the Corporation shall file or cause to be filed with the Director

of Internal Revenue for the District where the Corporation normally filed its corporate income tax return, Internal Revenue Service Form 966, attaching thereto a copy of this Plan.

6. The final distribution to the shareholder, if any, shall be made to shareholder and the liquidation shall be completed on or before December 31, 2020, if possible.

CERTIFICATE

The undersigned, Rochelle Roth, Trustee of the Regular Marital Trust Under Declaration Of Trust By Sol J. Roth Dated 8/15/1986, certifies that she is the duly elected President of H & R Brokerage, Inc., a Florida corporation ("Corporation") and further certifies that the resolutions set forth in the attached Exhibit 1 authorizing the dissolution of the Corporation is a full and true copy of Resolutions which are in full force and effect which were duly adopted by the shareholders of said Corporation in writing, pursuant to the Florida statutes, said Resolutions did not any respect conflict with the Articles of Incorporation or Code of Regulations of said Corporation, and said Resolutions have not been altered, amended, repealed or modified as of this date.

IN WITNESS WHEREOF, I have subscribed my name as President of said Corporation this 7th day of December, 2020.

Rochelle Roth, Trustee
Rochelle Roth, Trustee of the Regular Marital
Trust Under Declaration Of Trust By Sol J. Roth
Dated 8/15/1986.

STATE OF OHIO :
: SS.
COUNTY OF CUYAHOGA :

An oath or affirmation was administered to the signer.

SWORN TO BEFORE and subscribed and affirmed in my presence this 8th day of December, 2020.

Tammie Simpson
Notary Public

TAMMIE SIMPSON
Notary Public, State of Ohio
My Comm. Expires June 19, 2024